

Re: DE 19395  
Hearing Date And Time: March 18, 2010 at 10:00 a.m. (prevailing Eastern time)

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:** **Chapter 11**

**DPH HOLDINGS CORP., et al.,** **Case No. 05-44481 (RDD)**  
**Jointly Administered**

**Debtors.**

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**BANK OF AMERICA N.A.'S RESPONSE TO REORGANIZED DEBTORS' FORTY-  
FOURTH OMNIBUS CLAIMS OBJECTION [DE 19395]  
WITH RESPECT TO CLAIM 11660**

Bank of America N.A. ("BofA"), through counsel, hereby responds to the Forty-Fourth Omnibus Claims Objection (the "Objection") [DE 19395] filed by the Reorganized Debtors with respect to Claim No. 11660 (the "Claim") and states as follows:

1. On February 3, 2010, the Reorganized Debtors filed the Objection. By the Objection, the Reorganized Debtors request that the Court reduce, disallow or expunge the Claim under 11 U.S.C. § 502(d) because it is a "Preference-Related Claim".

2. The Objection, however, lacks sufficient factual allegations and/or evidence to support reducing, disallowing or expunging the Claim. Specifically, the Objection does not

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identify any preference action relating to the Claim, the amount or date of the alleged preference, or the extent to which the Claim should be reduced, disallowed or expunged as a result of the alleged preference. BofA denies the existence of any preference claims that might reduce, disallow or expunge the Claim.

3. Further, the Claim has already been allowed pursuant to a Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 11660 (Bank of America, N.A.) (the “Agreed Order”) entered by the Court on November 19, 2007 [DE 10974]. The Agreed Order is incorporated herein by reference as if more fully set forth herein.

4. Paragraph 5 of the Agreed Order specifically provides that “the Debtors agree that the Claim shall not be subject to any further objections by the Debtors, and hereby waive any right to seek reconsideration of the allowance of the Claim pursuant to 11 U.S.C. § 502(j), Federal Rule of Bankruptcy Procedure 3008 or otherwise”.

5. Thus, not only does the Objection lack merit, but it is also precluded by the Agreed Order, and should be dismissed and/or stricken with prejudice.

6. Accordingly, BofA requests that the Court hold a hearing on the Objection with respect to the Claim, dismiss and/or strike the Objection or, alternatively, overrule the Objection with respect to the Claim.

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**WHEREFORE**, BofA requests that the Court hold a hearing on the Objection with respect to the Claim and dismiss and/or strike the Objection or, alternatively, overrule the Objection with respect to the Claim , and grant such further relief as the Court deems just and proper.

**Dated: March 10, 2010**  
**New York, New York**

**HUNTON & WILLIAMS LLP**

**By: /s/ Craig V. Rasile**  
Craig V. Rasile - (NY Bar No. 2218055)  
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**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a true and correct copy of this Response was filed via CM/ECF and served on all parties entitled to service via CM/ECF in this Case, and separately served on the following via FedEx on March 10, 2010: (i) DPH Holdings Corp., Attention: President, 5725 Delphi Drive, Troy, Michigan 48098; and (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, Attention: John Wm. Butler, Jr., John K. Lyons, and Joseph N. Wharton, 155 North Wacker Drive, Chicago, Illinois 60606. Further, on March 10, 2010, a copy of the foregoing was provided via FedEx to the chambers of the honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140.

By: /s/ Craig V. Rasile  
CRAIG V. RASILE - (NY Bar 2218055)